



AVI-TECH ELECTRONICS LIMITED
(Company Registration Number 198105976H)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Avi-Tech Electronics Limited (the "**Company**") will be held at 19A Serangoon North Avenue 5, 6th floor, Singapore 554859 on Tuesday, 27 October 2015 at 11.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 30 June 2015 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Goh Chung Meng who is retiring pursuant to Article 99 of the Company's Articles of Association. [See explanatory note (i)] **(Resolution 2)**
3. To re-elect Mr Khor Thiam Beng who, being over the age of 70 years, will cease to be a Director at the conclusion of this Annual General Meeting, and who, being eligible, offers himself for re-election pursuant to Section 153(6) of the Companies Act, Cap. 50 of Singapore (the "**Companies Act**") to hold office until the conclusion of the next Annual General Meeting of the Company. [See explanatory note (ii)] **(Resolution 3)**
4. To approve the payment of Directors' fees of S\$135,000 for the year ended 30 June 2015. (FY2014: S\$135,000) **(Resolution 4)**
5. To approve the final one-tier tax exempt dividend of 0.3 cents per ordinary share for the year ended 30 June 2015. **(Resolution 5)**
6. To approve the special one-tier tax exempt dividend for the year ended 30 June 2015 of:
 - (i) 0.7 cents per ordinary share (on condition that the issued share capital of the Company is 342,422,096 (excluding treasury shares) prior to the books closure date applicable for the purpose of determining the Members' entitlement to this special one-tier tax exempt dividend); or
 - (ii) 1.4 cents per ordinary share (on condition that the issued share capital of the Company is 171,211,048 (excluding treasury shares) prior to the books closure date applicable for the purpose of determining the Members' entitlement to this special one-tier tax exempt dividend). [See explanatory note (iii)]
7. To re-appoint Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

9. Authority to allot and issue shares in the capital of the Company

That pursuant to Section 161 of the Companies Act and the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors of the Company to allot and issue:—

- (a) shares; or
- (b) convertible securities; or
- (c) additional securities issued pursuant to Rule 829 of the Listing Manual (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the additional securities are issued); or
- (d) shares arising from the conversion of the securities in (b) and (c) above (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the shares are to be issued),

in the Company (whether by way of rights, bonus or otherwise) at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that:

- (i) the aggregate number of shares and convertible securities to be allotted and issued pursuant to this Resolution must be not more than 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated in accordance with (ii) below), of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated in accordance with (ii) below); and
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the number of shares and convertible securities that may be issued pursuant to (i) above, the percentage of issued shares shall be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of convertible securities; (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution; and (c) any subsequent consolidation or subdivision of shares.

Unless revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, this Resolution shall remain in force until the conclusion of the next Annual General Meeting of the Company ("**AGM**") or the date by which the next AGM is required by law to be held, whichever is earlier.

[See explanatory note (iv)]

(Resolution 8)

10. Authority to allot and issue shares pursuant to the exercise of options under the Avi-Tech Employee Share Option Scheme ("the Scheme")

That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the Scheme; and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of shares in the capital of the Company (the "**Scheme Shares**") as may be required to be issued pursuant to the exercise of the options that may be granted under the Scheme provided always that the number of the Scheme Shares available under the Scheme shall not exceed 15% of the issued share capital of the Company from time to time; the aggregate number of Scheme Shares available to participants who are controlling shareholders of the Company and their associates shall not exceed 25% of the Scheme Shares available under the Scheme and the number of Scheme Shares available to each participant who is a controlling shareholder of the Company or his associates shall not exceed 10% of the Scheme Shares available under the Scheme. [See explanatory note (v)]

(Resolution 9)

By Order of the Board
Adrian Chan Pengee
Company Secretary
Singapore
12 October 2015

Explanatory Notes:

- (i) Resolution 2 – Detailed information about Directors can be found in the Board of Directors sections of the Company's Annual Report, including their current directorships in other listed companies and other principal commitments held. Mr Goh Chung Meng will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration and Nominating Committees and member of the Audit Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual. Save as being an independent Director of the Company, Mr Goh has no relationships including immediate family relationships with any of the Directors of the Company, the Company or its 10% shareholders.
- (ii) Resolution 3 – Detailed information about Directors can be found in the Board of Directors sections of the Company's Annual Report, including their current directorships in other listed companies and other principal commitments held. Mr Khor Thiam Beng will, upon re-election as a Director of the Company, remain as Chairman of the Board and member of the Audit, Remuneration and Nominating Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual. Save as being an independent Director of the Company, Mr Khor has no relationships including immediate family relationships with any of the Directors of the Company, the Company or its 10% shareholders.
- (iii) Resolution 6 – The determination of the appropriate dividend rate for the special one-tier tax exempt dividend will depend on when the Company's proposed share consolidation corporate action is effected. Please refer to the Company's announcement of 25 September 2015 and the Company's circular dated 12 October 2015.
- (iv) Resolution 8 – If passed, will empower the Directors from the date of the above Meeting until the date of the next AGM, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding 50% of the total number of issued shares in the capital of the Company (excluding treasury shares), of which up to 20% may be issued other than on a pro rata basis.
- (v) Resolution 9 – If passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding in total 15% of the issued shares in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.

Notes:

1. With the exception of members holding shares through nominee companies, who may each appoint more than two (2) proxies, a member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. The instrument appointing the proxy or proxies must be deposited at the Company's registered office at 19A Serangoon North Avenue 5, Singapore 554859, not less than 48 hours before the time appointed for the meeting.
3. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this proxy form as invalid.
4. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its Common Seal or under the hand of its attorney or a duly authorized officer.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

FINAL DIVIDEND

NOTICE HAS BEEN GIVEN in the Company's announcement of 26 August 2015 that the Transfer Books and Register of Members of the Company will be closed on 6 November 2015 for the preparation of the final dividend to be proposed at the Annual General Meeting of the Company to be held on 27 October 2015.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., of 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5.00 p.m. on 5 November 2015 will be registered to determine shareholders' entitlements to the one-tier tax exempt final dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 5 November 2015 will be entitled to the proposed final dividend.

The proposed one-tier tax exempt final dividend, if approved at the Annual General Meeting, will be paid on 18 November 2015.

SPECIAL DIVIDEND

NOTICE HAS BEEN GIVEN in the Company's announcement of 26 August 2015 that the Transfer books and the Register of Members will be closed on 18 February 2016 for the preparation of the special dividend to be proposed at the Annual General Meeting of the Company to be held on 27 October 2015.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., of 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5.00 p.m. on 17 February 2016 will be registered to determine shareholders' entitlement to the one-tier tax exempt special dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 17 February 2016 will be entitled to the proposed special dividend.

The proposed one-tier tax exempt special dividend, if approved at the Annual General Meeting, will be paid on 29 February 2016.